

RECORDATION NO. 29796-F FILED

JUN 03 11 -10 47 AM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018-4214

**VIA UPS 2<sup>nd</sup> DAY AIR**

June 1, 2011

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street S.W., Suite 100  
Washington, D. C. 20423-0001  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease**

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of a Memorandum of Lease dated May 23, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 29796.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Halliburton Energy Services, Inc  
1700 S. Highway 81  
Duncan, OK 73534-0207

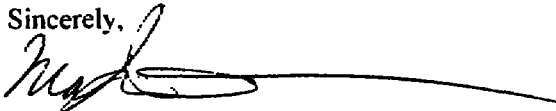
A description of the railroad equipment covered by the enclosed document is for five (5) hopper cars; cars to be remarked from NAHX to FURX (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: **Memorandum of Lease**

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne  
Senior Rail Documentation Specialist

Enclosures

(HAEN014)

JUN 08 '11 - 10 47 AM

ASSGN. NO.: HAEN014

## MEMORANDUM OF LEASE

SOUTHERN RAILROAD COMMISSION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 23<sup>rd</sup> day of May, 2011, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Halliburton Energy Services, Inc. ("Lessee"), a Delaware corporation.

## WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of May 17, 2011, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 8 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of August 1, 2010, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.



ATTEST:

LESSOR:

FIRST UNION RAIL CORPORATION

By: [Signature]Name: JOHN J. THOMASTitle: PRESIDENTBy: Susan GrokulskaName: SUSAN GROKULSKYTitle: ASSISTANT DIRECTOR OF DOCUMENTATIONExecuted on this 23<sup>rd</sup> day of May, 2011.

[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

I, K.A. Dombrowski, a Notary Public of the County and State aforesaid, certify that JOHN J. THOMAS personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

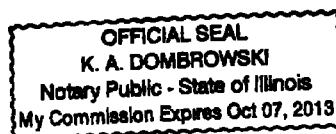
WITNESS my hand and official stamp or seal, this 23<sup>rd</sup> day of May, 2011.

[Signature]  
Notary Public

My Commission Expires:

10-7-2013

(Notary Public)



LESSEE:

HALLIBURTON ENERGY SERVICES, INC.

ATTEST:

By: [Signature]  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

By: Keith A. Terry  
Name: Keith A. Terry  
Title: Director David Global S.C.

Executed on this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

[CORPORATE SEAL]

STATE OF Texas  
COUNTY OF Davis

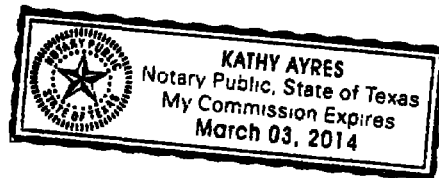
I, Kathy Ayres, a Notary Public of the County and State aforesaid, certify that Keith A. Terry personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 29<sup>th</sup> day of April, 2011.

Kathy Ayres  
Notary Public

Commission Expires:

3-3-2014  
(Notary Public)



**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

**NUMBER OF CARS:** Five (5)

**DESCRIPTION OF CARS:** 2785 cu. ft. capacity covered hopper pressure differential cars. (Car Type: C611)

**CAR NUMBERS:** Cars to be remarked from NAHX to FURX per conversion list below.

<b>NEW</b>		<b>OLD</b>	
<b><u>MARK/NUMBER</u></b>		<b><u>MARK/NUMBER</u></b>	
FURX	892561	NAHX	093960
FURX	892562	NAHX	093961
FURX	892563	NAHX	093965
FURX	892564	NAHX	093966
FURX	892565	NAHX	093968
Count:	5		